

RECORDATION NO 23348-F FILED

APR 25 '06

2-20 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 21, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated July 21, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23348.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: GLNX Corporation
2201 Timberloch Place
Suite 125
The Woodlands, TX 77380

A description of the railroad equipment covered by the enclosed document is one hundred ninety (190) 6225 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey
Manager of Documentation

Enclosures

(GLNX008)

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ASSGN. NO.: GLNX008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GLNX Corporation ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 16, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 21, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: Theresa CatapanoName: THERESA CATAPANOTitle: MGR. OF DOCUMENTATION Executed on this 21st day of July, 2004.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of July, 2004.

Susan Grokulsky
Notary Public

Commission Expires:

8-14-2004
(Notary Public)

LESSEE:

GLNX CORPORATION

ATTEST:

By:

Mr. M. Abel

Name:

WARNER W. ABEL, JR.

Title:

PRESIDENT

By:

Jerry Saghorn

Name:

Jerry Saghorn

Title:

VP Sales & Mkt

Executed on this 21st day of July, 2004.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF Montgomery

I, Cheryl A. Nine, a Notary Public of the County and State aforesaid, certify that Warner W. Abel, Jr. personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of July, 2004.

Cheryl A. Nine
Notary Public

Commission Expires:

8/7/06

(Notary Public)

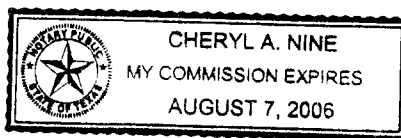


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred ninety (190)

DESCRIPTION OF CARS: 6225 cubic foot capacity, plastic pellet covered hopper Cars,
286 GWR.

CAR NUMBERS: Cars currently marked ECUX 887001 - ECUX 887190, inclusive.

Cars to be remarked and renumbered to:

NDYX 872001 - NDYX 872190, inclusive.